

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM437237

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|---|--|--|---------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | GRANT OF A SECURITY INTEREST -- TRADEMARKS | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Tastes on the Fly San Francisco, LLC | | 07/31/2017 | Limited Liability Company: CALIFORNIA |
| RECEIVING PARTY DATA | | | |
| Name: | MGG Investment Group LP, as collateral agent | | |
| Street Address: | 888 7th Avenue | | |
| City: | New York | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10106 | | |
| Entity Type: | Limited Partnership: DELAWARE | | |
| PROPERTY NUMBERS Total: 7 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3987179 | FARM TO FLIGHT | |
| Registration Number: | 4023432 | FOOD FROM THE EARTH FOR TRAVELERS IN THE | |
| Registration Number: | 4043598 | NAPA FARMS MARKET | |
| Serial Number: | 87252156 | NAPA FARMS MARKET | |
| Registration Number: | 3212301 | TASTES ON THE FLY | |
| Registration Number: | 4167394 | KLEIN'S DELI | |
| Registration Number: | 4167393 | KLEIN'S DELI & COFFEE BAR | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2125935955 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 212-756-2132 | | |
| Email: | scott.kareff@srz.com | | |
| Correspondent Name: | S. Kareff c/o Schulte Roth & Zabel LLP | | |
| Address Line 1: | 919 Third Avenue | | |
| Address Line 2: | 19th Floor | | |
| Address Line 4: | New York, NEW YORK 10022 | | |
| ATTORNEY DOCKET NUMBER: | 050319-0043 | | |
| NAME OF SUBMITTER: | Scott Kareff (050319-0043) | | |

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| SIGNATURE: | /kc for sk/ |
| DATE SIGNED: | 07/31/2017 |
| Total Attachments: 6 source=Trademark Grant of A Security Interest for TOTF - MGG Investment Group LP#page1.tif source=Trademark Grant of A Security Interest for TOTF - MGG Investment Group LP#page2.tif source=Trademark Grant of A Security Interest for TOTF - MGG Investment Group LP#page3.tif source=Trademark Grant of A Security Interest for TOTF - MGG Investment Group LP#page4.tif source=Trademark Grant of A Security Interest for TOTF - MGG Investment Group LP#page5.tif source=Trademark Grant of A Security Interest for TOTF - MGG Investment Group LP#page6.tif | |

GRANT OF A SECURITY INTEREST - - TRADEMARKS

WHEREAS, Tastes on the Fly San Francisco, LLC (the "Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated July 31, 2017 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of MGG Investment Group LP, as the Collateral Agent for itself and the Secured Parties (as defined in the Security Agreement) (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has assigned to the Grantee and granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby pledge and grant to the Grantee for the benefit of the Grantee and the Secured Parties a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of July 31, 2017.

TASTES ON THE FLY SAN FRANCISCO, LLC

By:



Name: Elliot Maluth

Title: Vice President

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 006118 FRAME: 0281

SCHEDULE A TO GRANT OF A SECURITY INTEREST

Trademark Registrations and Applications

| Company | Country | Trademark | Application or Registration No. | Filing Date | Registration Date | Assignees |
|--------------------------------------|----------------|-----------------------|--|--------------------|--------------------------|---|
| Tastes on the Fly San Francisco, LLC | USA | <u>FARM TO FLIGHT</u> | RN: 3987179 SN: 85100779 | August 5, 2010 | June 28, 2011 | January 31, 2013 Trademark Assignment from D-Lew Enterprises LLC to Tastes on the Fly San Francisco, LLC recorded with the USPTO on January 31, 2013 |
| Tastes on the Fly San Francisco, LLC | Canada | <u>FARM TO FLIGHT</u> | AN: 1792640 | July 21, 2016 | Pending | n/a |

| Company | Country | Trademark | Application or Registration No. | Filing Date | Registration Date | Assignees |
|--------------------------------------|---------|--|---------------------------------|-------------------|-------------------|--|
| Tastes on the Fly San Francisco, LLC | USA | FOOD FROM THE EARTH FOR TRAVELERS IN THE SKY | RN: 4023432 SN: 77907577 | January 8, 2010 | September 6, 2011 | January 31, 2013 Trademark Assignment from D-Lew Enterprises LLC to Tastes on the Fly San Francisco, LLC recorded with the USPTO on January 31, 2013. |
| Tastes on the Fly San Francisco, LLC | USA | NAPA FARMS MARKET | RN: 4043598 SN: 85319682 | May 12, 2011 | October 18, 2011 | November 30, 2011 Trademark Assignment from D-Lew Enterprises LLC to Tastes on the Fly San Francisco, LLC recorded with the USPTO on December 7, 2011 |
| Tastes on the Fly San Francisco, LLC | USA | NAPA FARMS MARKET | SN: 87252156 | November 30, 2016 | Pending | N/A |

| Company | Country | Trademark | Application or Registration No. | Filing Date | Registration Date | Assignees |
|--------------------------------------|---------|-------------------|---------------------------------|------------------|-------------------|--|
| Tastes on the Fly San Francisco, LLC | USA | TASTES ON THE FLY | RN: 3212301 SN: 78608924 | April 14, 2005 | February 27, 2007 | October 2, 2014 <i>unic pro tunc</i> assignment effective January 31, 2013 from D-Lew Enterprises LLC to Tastes on the Fly San Francisco, LLC recorded with the USPTO on October 6, 2014 |
| Tastes on the Fly San Francisco, LLC | USA | Klein's Deli | RN: 4167394 SN: 85462108 | November 2, 2011 | July 3, 2012 | October 15, 2015 Trademark Assignment from J. Avery Enterprises, Inc. to Tastes on the Fly San Francisco, LLC recorded with the USPTO on March 9, 2017 |

| Company | Country | Trademark | Application or Registration No. | Filing Date | Registration Date | Assignees |
|--------------------------------------|---------|---------------------------|---------------------------------|------------------|-------------------|---|
| Tastes on the Fly San Francisco, LLC | USA | Klein's Deli & Coffee Bar | RN: 4167393 SN: 85462104 | November 2, 2011 | July 3, 2012 | October 15, 2015 Trademark Assignment from J. Avery Enterprises, Inc. to Tastes on the Fly San Francisco, LLC recorded with the USPTO on March 9, 2017 |

TRADEMARK

REEL: 006118 FRAME: 0285

RECORDED: 07/31/2017